

HEARING DATE: TBD  
OBJECTION DEADLINE: TBD

JAECKLE FLEISCHMANN & MUGEL, LLP  
12 Fountain Plaza  
Buffalo, New York 14202-2292  
(716) 856-0600  
Charles C. Swanekamp (CS-3933)  
Marjorie A. Bialy

*Intellectual Property Counsel for Debtors-in-Possession*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
	:	
	:	Chapter 11
In re:	:	
	:	
	:	Case No. 05-44481 (RDD)
DELPHI CORPORATION et al.,	:	
	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
-----X	:	

**SEVENTH AND FINAL FEE APPLICATION OF  
JAECKLE FLEISCHMANN & MUGEL, LLP,  
FOR AN ALLOWANCE OF COMPENSATION FOR  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES**

SUMMARY SHEET PURSUANT TO UNITED STATES TRUSTEE GUIDELINES  
FOR REVIEWING APPLICATIONS FOR COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FILED UNDER 11 U.S.C. § 330

Name of Applicant:	Jaeckle Fleischmann & Mugel, LLP
Period for Which Compensation and Reimbursement Is Sought:	October 1, 2007 through January 25, 2008
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	March 9, 2006 effective <i>nunc pro tunc</i> to October 8, 2005

Amount of Compensation and  
Expense Reimbursement Sought  
as Actual, Reasonable and Necessary:

Seventh and Final Application Period	Fees Requested:	\$280,150.50
October 1, 2007 through January 25, 2008	Expenses Requested:	\$ <u>48,435.03</u>
<b>Total Fees and Expenses Sought in Seventh and Final Application Period:</b>		\$320,585.53

Breakdown of Fees and Expenses Requested for this Compensation Period:

Expenses

Expenses Requested and Paid to date .....	\$48,435.03
Expenses Requested but Unpaid to date .....	<u>0.00</u>
Total Expenses Requested to date .....	\$48,435.03

Fees

Fees Requested and Paid to date (at 80%) .....	\$224,120.40
Fees Requested but Unpaid to date (at 80%) .....	0.00
Fees held back (20%) .....	<u>56,030.10</u>
Total Fees Sought for this Compensation Period .....	\$280,150.40
 Total Fees and Expenses for this Compensation Period .....	 \$328,585.53

HEARING DATE: TBD  
OBJECTION DEADLINE: TBD

JAECKLE FLEISCHMANN & MUGEL, LLP  
12 Fountain Plaza  
Buffalo, New York 14202-2292  
(716) 856-0600  
Charles C. Swanekamp (CS-3933)  
Marjorie A. Bialy

*Intellectual Property Counsel for Debtors-in-Possession*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
	:	
In re:	:	Chapter 11
	:	
	:	Case No. 05-44481 (RDD)
DELPHI CORPORATION et al.,	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
-----X	:	

**SEVENTH AND FINAL FEE APPLICATION  
OF JAECKLE FLEISCHMANN & MUGEL, LLP,  
INTELLECTUAL PROPERTY COUNSEL TO DEBTORS,  
FOR FINAL ALLOWANCE OF COMPENSATION  
AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD OCTOBER 1, 2007 THROUGH JANUARY 25, 2008**

Jaeckle Fleischmann & Mugel, LLP ("JF&M"), Intellectual Property Counsel to Delphi Corporation and certain of its subsidiaries and affiliates, debtors-in-possession in the above captioned cases (collectively, the "Debtors"), pursuant to Sections 330 and 331 of Title 11 of the United States Code (the "Bankruptcy Code") and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), submits this Seventh and Final Fee Application (the "Application") for final allowance of reasonable compensation for actual and necessary professional services performed by JF&M for the period of October 1, 2007 through January 25,

2008 (the "Compensation Period"), and for reimbursement of its actual, reasonable and necessary expenses incurred during the Compensation Period. In support of its Application, JF&M respectfully states:

### **BACKGROUND**

1. On October 8, 2005 (the "Petition Date") the Debtors filed their respective voluntary petitions with this Court under Chapter 11 of the Bankruptcy Code. Since the filing of their respective Chapter 11 cases, the Debtor continued in possession of their respective properties and businesses as debtors-in-possession pursuant to Bankruptcy Code Sections 1107 and 1108. The Debtors' Chapter 11 bankruptcy cases were jointly administered.

2. On February 7, 2006, Debtors filed their application to retain JF&M (pursuant to U.S.C. 327(e)) as Intellectual Property Counsel to Debtors. On March 9, 2006, the Order approving the Debtors' employment of JF&M as Intellectual Property Counsel was approved with such approval being effective *nunc pro tunc* to the Petition Date.

3. On January 28, 2008, this Court entered an order confirming the First Amended Plan of Reorganization of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, dated January 25, 2008 (the "Confirmed Plan").

4. On July 30, 2009, this Court entered an order approving certain modifications to the Confirmed Plan (the "Modified Plan"). The Effective Date of the Modified Plan occurred on October 6, 2009. Pursuant to the Modified Plan, all final requests for payment of professional fees and requests for reimbursement of expenses must be filed on or before December 31, 2009.

### **JURISDICTION**

5. This Court has jurisdiction over this Application pursuant to U.S.C. § 157. This is a core proceeding under 28 U.S.C. § 157(b)(2)(A). The statutory authority for the relief requested herein is Bankruptcy Code Sections 330 and 331.

### **SUMMARY OF REQUESTED PROFESSIONAL COMPENSATION AND EXPENSE REIMBURSEMENTS**

6. This Application has been prepared in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "Local Guidelines"), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 adopted on January 30, 1996 (the "UST Guidelines"), and the Order under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated November 4, 2005 (the "Interim Compensation Order"). Pursuant to the Local Guidelines, a certification regarding compliance with same is attached hereto as **Exhibit A**.

7. Pursuant to the Interim Compensation Order, JF&M has submitted monthly statements to the interested parties described in the Interim Compensation Order. The interested parties have fifteen (15) days to review the statements. No objections have been raised by any of the parties to the statements submitted by JF&M for the Compensation Period.

8. Accordingly, JF&M has been paid eighty percent (80%) of its total requested fees and one hundred percent (100%) of its actual and necessary expenses for the Compensation Period. The remaining twenty percent (20%) of the fees requested are referred to as the "Holdback." Pursuant to the Interim Compensation Order, JF&M has been paid eighty

percent (80%) of fees and one hundred percent (100%) of expenses within 45 days after submission of its monthly statements.

### **SERVICES PERFORMED**

9. JF&M has rendered substantial professional services on behalf of the Debtors, including advising and counseling Debtors regarding intellectual property issues; assisting in the management of Debtors' patent portfolio; evaluating inventions; drafting, filing and prosecuting numerous patent applications.

10. The fees sought in this Application reflect an aggregate of 1397.0 hours of timekeepers' (attorneys, agents and legal assistants) time spent and recorded in performing services for the Debtors during the Compensation Period. This fee request does not include time that might be construed as duplicative or otherwise not beneficial to the estate. Of the aggregate time expended, 875.4 recorded hours were expended by partners, 16.6 recorded hours were expended by associate attorneys, 488.0 record hours were expended by patent agents, and 17.0 recorded hours were expended by legal assistants/paralegals.

11. During the Compensation Period, JF&M's hourly billing rates for patent agents and attorneys working on these matters ranged from \$120.00 to \$250.00 per hour. Allowance of compensation in the amount requested would result in a blended hourly billing rate for attorneys and agents of approximately \$201.00. Applicant believes that the services rendered by JF&M have conferred significant benefit on the bankruptcy estate. Applicant believes that its billing rates in these Chapter 11 case, which reflect Applicant's customary billing rates (and the fact that these rates are subject to annual adjustment in accordance with JF&M's standard practices) were disclosed in the retention papers, approved by this Court. The rates charged by Applicant are reasonable and are consistent with customary rates charged by similar firms. If

this case were not a case under the Bankruptcy Code, Applicant would charge and expect to receive, on a current basis, an amount at least equal to the amounts requested herein for professional services.

12. Pursuant to the Guidelines, annexed hereto as **Exhibit B** is a schedule setting forth all JF&M's timekeepers who have performed services in these Chapter 11 cases during the Compensation Period, the hourly billing rate charged for services performed by each timekeeper, the aggregate number of hours expended in this matter and fees billed therefore, the year in which each attorney was first licensed to practice law (or, in the case of patent agents, the year first licensed to practice before the U.S. Patent Office) and the year in which each attorney graduated from law school. As noted, attorney Dennis Schaeffer's billing rate was increased to \$210.00 per hour on January 1, 2008. The time expended and services rendered by JFM are set forth in detail in Exhibit B-1 to this Application. The time itemizations set forth, on a project by project basis, the dates on which services were rendered, the attorneys who worked on each project and their respective hourly rates, the amount of time expended, and a description of the services provided

13. Furthermore, pursuant to the Guidelines, annexed hereto as **Exhibit C** is a summary by project category of the fees generated by the services performed during the Compensation Period for each project category, a list of each timekeeper providing services, a statement of the number of hours spent and the amount of compensation requested for each timekeeper on the project.

14. Annexed hereto as **Exhibit D** is a schedule specifying the categories of expenses for which JF&M is seeking reimbursement and the total amount for each such expense category.

15. Annexed hereto as **Exhibit E** are the cover pages of the actual billing statements as submitted to the Debtors.

16. All of the services for which compensation is sought were rendered to the Debtors solely in connection with these cases, in furtherance of the duties and functions of the Debtors and not on behalf of any individual creditor or other person.

17. JF&M has not entered into any agreement, express or implied, with any other party for the purpose of fixing or sharing fees or other compensation to be paid for professional services rendered in these cases.

18. JF&M has neither shared, nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the members and associates of the firm, or (b) any compensation another person or party has received or may receive. No promises have been received by JF&M or any member thereof as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code.

### **REQUESTED FEES AND EXPENSES**

19. JF&M has submitted monthly fee statements to the Debtors covering the Compensation Period. Pursuant to said fee statements, JF&M has received \$224,120.40 on account of billed fees and \$48,435.03 on account of billed expenses and disbursements. JF&M is requesting the payment of the Holdback for the Compensation Period on the sum of \$56,030.10.

### **NOTICE**

20. JF&M has served copies of the Application on the Debtors, counsel for the Debtors, counsel for the official committee of unsecured creditors, counsel for the agent under



the Debtors' pre-petition credit facility, counsel for the agent under the Debtors' post-petition credit facility and post-petition lenders, the Joint Fee Review Committee, and the United States Trustee. In addition, JF&M has served notice of the filing of the Application on the parties as required by the Case Management Order.

**CONCLUSION**

WHEREFORE, JF&M respectfully requests that the Court enter an Order, substantially in the form attached hereto as **Exhibit F**, approving the compensation and reimbursement of expenses requested herein, authorizing and directing the Debtors to pay such holdback amounts, and for such other and further relief as the Court deems appropriate.

Dated: Buffalo, New York  
December 9, 2009

Respectfully submitted,

**JAECKLE FLEISCHMANN & MUGEL LLP**

By: /s/ Charles C. Swanekamp  
Charles C. Swanekamp, Esq. (CS-3933)  
Marjorie A. Bialy, Esq.

*Intellectual Property Counsel for Debtors*  
12 Fountain Plaza  
Buffalo, New York 14202  
Telephone: (716) 856-0600